

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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RECORDATION NO. 24249-D FILED

JAN 06 03 11-17 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

June 5, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Assignment of Lease, dated as of June 5, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Bill of Sale and Assignment and Assumption Agreement which was previously filed with the Board under Recordation Number 24249-A and the Memorandum of Lease which is being filed with the Board under Recordation Number 24249- B.

The name and address of the party to the enclosed document are:

Assignor: Trinity Rail Leasing Trust II (as assignee of
Trinity Industries Leasing Company)
2525 Stemmons Freeway
Dallas, Texas 75207

Assignee: CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas
New York, New York 10036

Mr. Vernon A. Williams
June 5, 2003
Page 2

A description of the railroad equipment covered by the enclosed document is:

217 railcars: TILX 635100 – TILX 635316.

A short summary of the document to appear in the index is:

Assignment of Lease.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

REGISTRATION NO.

24249-15 FILED

JUN 06 '03

11-17 AM

Assignment of Leases

SURFACE TRANSPORTATION BOARD

FOR VALUE RECEIVED, Trinity Rail Leasing Trust II ("Assignor") hereby assigns to The CIT Group Equipment Financing, Inc. ("Assignee"), all its right, title and interest, as lessor, under the agreements and documents identified on Schedule 2 attached hereto (the "Leases") to the extent that the Leases relate to the railcars described on Schedule 1 attached hereto (the "Railcars"). Assignee hereby accepts the foregoing assignment and assumes the obligations of the lessor under the Leases arising from and after this date, to the extent the Leases relate to the Railcars.

In furtherance of the within assignment, Assignor hereby constitutes and appoints Assignee, and its successors and assigns, the true and lawful attorneys of Assignor, with full power of substitution, in the name of Assignor but on behalf of and for the benefit of and at the expense of Assignee, to collect for the account of Assignee all items sold, transferred or assigned to Assignee pursuant hereto; to institute and prosecute, in the name of Assignor or otherwise, but at the expense of Assignee all proceedings that Assignee may deem proper in order to collect, assert or enforce any claim, right or title of any kind in or to the items sold, transferred or assigned; to defend and compromise at the expense of Assignee any and all actions, suits or proceedings as to all such acts and things in relation thereto at the expense of Assignee as Assignee shall deem advisable. Assignor hereby acknowledges that this appointment is coupled with an interest and is irrevocable by Assignor in any manner or for any reason.

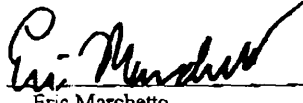
This document may be recorded by Assignee with the Surface Transportation Board and the Office of the Registrar General of Canada in accordance with their respective applicable law and regulations.

[Signature page follows]

5th IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment as of the
day of June, 2003.

SELLER:

TRINITY RAIL LEASING TRUST II

By: 
Eric Marchetto
Vice President

BUYER:

THE CIT GROUP/EQUIPMENT
FINANCING, INC.

By: _____
Stephen Z. Serepca
Senior Vice President

(Broker Assignment of Leases)

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day of June, 2003.

SELLER:

TRINITY RAIL LEASING TRUST II

By: _____
Eric Marchetto
Vice President

BUYER:

THE CIT GROUP/EQUIPMENT
FINANCING, INC.

By: Stephen Z. Serepca
Stephen Z. Serepca
Senior Vice President

(Broin Assignment of Leases)

STATE OF TEXAS §
 § SS:
COUNTY OF DALLAS §

On this 5th day of June, 2003, before me personally appeared Eric Marchetto, to me personally known, who being by me duly sworn, says that he is Vice President of Trinity Rail Leasing Trust II, and that the foregoing Assignment of Leases was signed on behalf of said statutory trust by authority of its Board of Managing Trustees. Further, he acknowledged that the execution of the foregoing Assignment of Leases was the free act and deed of said statutory trust.



Brandie Howard
Notary Public

[Notarial Seal]

My commission expires.

12-28-05

STATE OF NEW YORK §
 § SS:
COUNTY OF NEW YORK §

On this ____ day of June, 2003, before me personally appeared Stephen Z. Serepca, to me personally known, who being by me duly sworn, says that he is a Senior Vice President of THE CIT GROUP EQUIPMENT FINANCING, INC. and that the foregoing Assignment of Leases was signed on behalf of said corporation by authority of its Board of Directors. Further, he acknowledged that the execution of the foregoing Assignment of Leases was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires.

(Broin Assignment of Leases)

STATE OF TEXAS §
 § SS:
COUNTY OF DALLAS §

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Notary Public

[Notarial Seal]

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 § SS:
COUNTY OF NEW YORK §

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Notary Public

[Notarial Seal]

My commission expires.

BARBARA GARNER
Notary Public, State of New York
No. 01845083133
Qualified in Nassau County
Certificate filed in New York County
Commission Expires Sept. 3, 2006

(Broin Assignment of Leases)

Schedule 1
The Railcars

6,351 of Covered Quadruple Hopper Cars
equipped with trough hatches and gravity discharge gates

Broin Enterprises, Inc.

<u>Car Count</u>	<u>Car Mark</u>	<u>Car Number</u>	<u>Date Built</u>
1	TILX	635100	Aug-02
2	TILX	635101	Aug-02
3	TILX	635102	Aug-02
4	TILX	635103	Aug-02
5	TILX	635104	Aug-02
6	TILX	635105	Aug-02
7	TILX	635106	Aug-02
8	TILX	635107	Aug-02
9	TILX	635108	Aug-02
10	TILX	635109	Aug-02
11	TILX	635110	Aug-02
12	TILX	635111	Aug-02
13	TILX	635112	Aug-02
14	TILX	635113	Aug-02
15	TILX	635114	Aug-02
16	TILX	635115	Aug-02
17	TILX	635116	Aug-02
18	TILX	635117	Aug-02
19	TILX	635118	Aug-02
20	TILX	635119	Aug-02
21	TILX	635120	Aug-02
22	TILX	635121	Aug-02
23	TILX	635122	Aug-02
24	TILX	635123	Aug-02
25	TILX	635124	Aug-02
26	TILX	635125	Aug-02
27	TILX	635126	Aug-02
28	TILX	635127	Aug-02
29	TILX	635128	Aug-02
30	TILX	635129	Aug-02
31	TILX	635130	Aug-02
32	TILX	635131	Aug-02
33	TILX	635132	Aug-02
34	TILX	635133	Aug-02
35	TILX	635134	Aug-02
36	TILX	635135	Aug-02
37	TILX	635136	Aug-02
38	TILX	635137	Aug-02
39	TILX	635138	Aug-02
40	TILX	635139	Aug-02
41	TILX	635140	Aug-02
42	TILX	635141	Aug-02
43	TILX	635142	Aug-02
44	TILX	635143	Aug-02

Schedule 1

The Railcars

6,351 of Covered Quaduple Hopper Cars
equipped with trough hatches and gravity discharge gates

Broin Enterprises, Inc.			
<u>Car Count</u>	<u>Car Mark</u>	<u>Car Number</u>	<u>Date Built</u>
45	TILX	635144	Aug-02
46	TILX	635145	Aug-02
47	TILX	635146	Aug-02
48	TILX	635147	Aug-02
49	TILX	635148	Aug-02
50	TILX	635149	Aug-02
51	TILX	635150	Aug-02
52	TILX	635151	Aug-02
53	TILX	635152	Aug-02
54	TILX	635153	Aug-02
55	TILX	635154	Sep-02
56	TILX	635155	Sep-02
57	TILX	635156	Sep-02
58	TILX	635157	Sep-02
59	TILX	635158	Sep-02
60	TILX	635159	Sep-02
61	TILX	635160	Oct-02
62	TILX	635161	Oct-02
63	TILX	635162	Oct-02
64	TILX	635163	Oct-02
65	TILX	635164	Oct-02
66	TILX	635165	Oct-02
67	TILX	635166	Oct-02
68	TILX	635167	Oct-02
69	TILX	635168	Oct-02
70	TILX	635169	Oct-02
71	TILX	635170	Oct-02
72	TILX	635171	Oct-02
73	TILX	635172	Oct-02
74	TILX	635173	Oct-02
75	TILX	635174	Oct-02
76	TILX	635175	Oct-02
77	TILX	635176	Oct-02
78	TILX	635177	Oct-02
79	TILX	635178	Oct-02
80	TILX	635179	Oct-02
81	TILX	635180	Oct-02
82	TILX	635181	Oct-02
83	TILX	635182	Oct-02
84	TILX	635183	Oct-02
85	TILX	635184	Oct-02
86	TILX	635185	Oct-02
87	TILX	635186	Oct-02
88	TILX	635187	Oct-02

Schedule 1
The Railcars

6,351 of Covered Quadruple Hopper Cars
equipped with trough hatches and gravity discharge gates

Broin Enterprises, Inc.			
<u>Car Count</u>	<u>Car Mark</u>	<u>Car Number</u>	<u>Date Built</u>
89	TILX	635188	Oct-02
90	TILX	635189	Oct-02
91	TILX	635190	Oct-02
92	TILX	635191	Oct-02
93	TILX	635192	Oct-02
94	TILX	635193	Oct-02
95	TILX	635194	Oct-02
96	TILX	635195	Oct-02
97	TILX	635196	Oct-02
98	TILX	635197	Oct-02
99	TILX	635198	Oct-02
100	TILX	635199	Oct-02
101	TILX	635200	Nov-02
102	TILX	635201	Nov-02
103	TILX	635202	Nov-02
104	TILX	635203	Nov-02
105	TILX	635204	Nov-02
106	TILX	635205	Nov-02
107	TILX	635206	Nov-02
108	TILX	635207	Nov-02
109	TILX	635208	Nov-02
110	TILX	635209	Nov-02
111	TILX	635210	Nov-02
112	TILX	635211	Nov-02
113	TILX	635212	Nov-02
114	TILX	635213	Nov-02
115	TILX	635214	Nov-02
116	TILX	635215	Nov-02
117	TILX	635216	Nov-02
118	TILX	635217	Nov-02
119	TILX	635218	Nov-02
120	TILX	635219	Nov-02
121	TILX	635220	Sep-02
122	TILX	635221	Sep-02
123	TILX	635222	Sep-02
124	TILX	635223	Sep-02
125	TILX	635224	Sep-02
126	TILX	635225	Sep-02
127	TILX	635226	Sep-02
128	TILX	635227	Sep-02
129	TILX	635228	Sep-02
130	TILX	635229	Sep-02
131	TILX	635230	Sep-02
132	TILX	635231	Sep-02

Schedule 1

The Railcars

6,351 of Covered Quadruple Hopper Cars
equipped with trough hatches and gravity discharge gates

Broin Enterprises, Inc.			
<u>Car Count</u>	<u>Car Mark</u>	<u>Car Number</u>	<u>Date Built</u>
133	TILX	635232	Sep-02
134	TILX	635233	Sep-02
135	TILX	635234	Sep-02
136	TILX	635235	Sep-02
137	TILX	635236	Sep-02
138	TILX	635237	Sep-02
139	TILX	635238	Sep-02
140	TILX	635239	Sep-02
141	TILX	635240	Sep-02
142	TILX	635241	Sep-02
143	TILX	635242	Sep-02
144	TILX	635243	Sep-02
145	TILX	635244	Oct-02
146	TILX	635245	Oct-02
147	TILX	635246	Oct-02
148	TILX	635247	Oct-02
149	TILX	635248	Oct-02
150	TILX	635249	Oct-02
151	TILX	635250	Nov-02
152	TILX	635251	Nov-02
153	TILX	635252	Nov-02
154	TILX	635253	Nov-02
155	TILX	635254	Nov-02
156	TILX	635255	Nov-02
157	TILX	635256	Nov-02
158	TILX	635257	Nov-02
159	TILX	635258	Nov-02
160	TILX	635259	Nov-02
161	TILX	635260	Nov-02
162	TILX	635261	Nov-02
163	TILX	635262	Nov-02
164	TILX	635263	Nov-02
165	TILX	635264	Nov-02
166	TILX	635265	Nov-02
167	TILX	635266	Nov-02
168	TILX	635267	Nov-02
169	TILX	635268	Nov-02
170	TILX	635269	Nov-02
171	TILX	635270	Nov-02
172	TILX	635271	Nov-02
173	TILX	635272	Nov-02
174	TILX	635273	Nov-02
175	TILX	635274	Nov-02
176	TILX	635275	Nov-02

Schedule 1

The Railcars

6,351 of Covered Quadruple Hopper Cars
equipped with trough hatches and gravity discharge gates

Broin Enterprises, Inc.			
<u>Car Count</u>	<u>Car Mark</u>	<u>Car Number</u>	<u>Date Built</u>
177	TILX	635276	Nov-02
178	TILX	635277	Nov-02
179	TILX	635278	Nov-02
180	TILX	635279	Nov-02
181	TILX	635280	Nov-02
182	TILX	635281	Nov-02
183	TILX	635282	Nov-02
184	TILX	635283	Nov-02
185	TILX	635284	Dec-02
186	TILX	635285	Dec-02
187	TILX	635286	Dec-02
188	TILX	635287	Dec-02
189	TILX	635288	Dec-02
190	TILX	635289	Dec-02
191	TILX	635290	Dec-02
192	TILX	635291	Dec-02
193	TILX	635292	Dec-02
194	TILX	635293	Dec-02
195	TILX	635294	Dec-02
196	TILX	635295	Dec-02
197	TILX	635296	Dec-02
198	TILX	635297	Dec-02
199	TILX	635298	Dec-02
200	TILX	635299	Dec-02
201	TILX	635300	Dec-02
202	TILX	635301	Dec-02
203	TILX	635302	Dec-02
204	TILX	635303	Dec-02
205	TILX	635304	Dec-02
206	TILX	635305	Dec-02
207	TILX	635306	Dec-02
208	TILX	635307	Dec-02
209	TILX	635308	Dec-02
210	TILX	635309	Dec-02
211	TILX	635310	Dec-02
212	TILX	635311	Dec-02
213	TILX	635312	Dec-02
214	TILX	635313	Dec-02
215	TILX	635314	Dec-02
216	TILX	635315	Dec-02
217	TILX	635316	Dec-02

Schedule 2**The Leases**

Lessee	Broin Enterprises, Inc.
Documents Comprising Lease	Railroad Car Net Lease Agreement dated July 11, 2002 Rider No. 1 dated July 11, 2002 Rider No. 2 dated July 11, 2002 Rider No. 3 dated July 11, 2002 Rider No. 5 dated March 1, 2003 Rider No. 6 dated March 1, 2003 Rider No. 7 dated March 1, 2003
Railcars subject to Lease	Two hundred seventeen (217) 6,351 c.f. covered quadruple hopper cars equipped with trough hatches and gravity discharge gates Rider No. 1 TILX 635100-635159 Rider No. 2 TILX 635160-635189, 635220-635249 Rider No. 3 TILX 635257-635316 Rider No. 5 TILX 635190-635204 Rider No. 6 TILX 635205-635219 Rider No. 7 TILX 635250-635256

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/5/03



Robert W. Alvord